



A Touchstone Energy[®] Cooperative 

04125 State Route 576 • Bryan Ohio 43506

Ph. 419-636-5051 • Fax 419-636-0194

www.nwec.com

Notice of Trustee Elections

November 2017

Dear Member,

Thank you for your interest in serving on the Board of Trustees for North Western Electric Cooperative, Inc. This letter will briefly outline some of the roles and responsibilities of being a trustee. If you have any questions about becoming a trustee, please do not hesitate to contact our office or to seek the advice of a current trustee.

Trustees for NWECA face many challenges. The Cooperative is a \$36 million corporation with nearly \$14 million in annual revenue. The electric utility business is complicated and the cooperative network of utilities can be confusing. Trustees must understand that it is necessary to be committed to the organization and to their fellow trustees. The Cooperative requires a Board of Trustees dedicated to preparing the Cooperative to meet member needs far into the future. Trustees do not spend time or get involved with the day-to-day operations of the Cooperative; they are instead focused on achieving long-term, strategic goals.

The Cooperative understands trustees must commit a lot of time to the position. Board materials are provided in electronic format. Trustees need to have basic computer knowledge and ability. Typical monthly board material packets may contain over 100 pages of reports and financial data. In addition to monthly board packets, trustees can expect to receive regular communications from the President/CEO.

Training and ongoing education are important to being a good NWECA Trustee. Trustees are encouraged to complete two levels of board certification from NRECA, the National Association during their first three years of tenure on the board. These certificates are Certified Cooperative Director (CCD) and the Board Leadership Certification (BLC). Continuing education is also highly suggested and leads to Director Gold Certification. Most of the training is offered in Columbus, OH as day trips.

The Board of Trustees normally meets in the evenings on the last Thursday of the month. There are other meetings scheduled throughout the year; as well as, the previously mentioned education courses. Serving on the Board of Trustees requires a serious commitment. This includes preparation time outside of normal meetings and training sessions. Trustees are expected to be prepared for all meetings and are expected to attend all regularly scheduled meetings.

Trustees are not employees of the Cooperative nor do they receive a salary or benefits. Trustees are compensated for their attendance at any regular Cooperative meeting or other Cooperative business by receiving a per diem. The trustee who is appointed as the Buckeye Power/Ohio Electric Cooperative delegate will receive a per diem for attending those meetings.

I want to thank you again for your interest in serving on the Board of Trustees and if you have any further questions, please do not hesitate to contact me.

Sincerely,
Darin Thorp, President/CEO



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OFFICIAL MEMBER NOMINATING PETITION PACKET

Dear Board of Trustees Candidate,

Thank you for your consideration in becoming a Board of Trustee candidate for North Western Electric Cooperative. Candidates wishing to be placed on the ballot via the Nominating Petition process must provide the information requested in this packet. The following checklist is designed to assist candidates with the election process, procedures and deadlines.

The following documents are included in this packet and should be carefully reviewed:

- Code of Regulations Article IV, Section 3 – Qualifications** (*included on page 1 of the Official Member Nominating Petition*)
- Code of Regulations Article IV, Section 4 – Nominations**
- Policy 102 R6 – Statement of Guidelines for the Selection of Trustees of North Western Electric Cooperative, Inc.**
- Policy 105 R4 – Trustee Code of Ethics**
- Policy 111 – Conflict of Interest**
- Board District Map**

The documents included in this packet that **MUST BE** completed and returned to the cooperative office ***no later than 4:00 p.m. on Friday, January 19, 2018*** are:

- Candidate for Trustee Information form** (*see note below regarding photo*)
This general information will be used to familiarize the voting membership with the candidate.
- Official Member Nominating Petition form** (*3 pages*)
Candidates seeking election must submit the official petition form containing at least twenty (20) member signatures. The members do not need to reside in your district but **MUST BE** the current account holder of a North Western Electric account. All signatures must be legible and it is suggested to get a few extra in the event some of the signatures are disqualified or illegible.

Photos – Please contact Pearl Rakes to arrange a time to have your photo taken. She can be reached at 419-636-5869, ext 113. It is suggested that men wear a button-up collared shirt. A tie is not required but may be worn. Photos will also be taken of the election winners immediately following the Annual Meeting.

All completed and returned petitions will be reviewed and verified by the Election Committee (with assistance from cooperative personnel) and the results will be mailed to the candidates. The names of all eligible candidates will be placed on the ballot to be voted on at the annual meeting in April 2018.

Annual Meeting of Members

Saturday, April 21, 2018

Edon Northwest School, 802 W. Indiana St., Edon, OH 43518



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**Summary Description from
NORTH WESTERN ELECTRIC COOPERATIVE, INC.
CODE OF REGULATIONS
ARTICLE IV, SECTION 4. Nominations**

Trustees shall be nominated by a procedure commencing with the mailing of a letter by the Secretary or a designee to each member residing within the district or being eligible to vote within the district for which a trustee is to be elected not less than one hundred twenty (120) days prior to the annual meeting. Each letter shall contain all necessary instructions for obtaining and completing a Nominating Petition and the name of the trustee whose term is expiring. Any member residing within the district for which a trustee is elected and who is qualified shall be eligible to complete the Nominating Petition. If an incumbent chooses to remain a candidate and is still eligible then he or she will automatically be placed on the ballot and will not need to submit a Nominating Petition.

A Nominating Petition shall include all of the following to be considered complete:

1. Name, address and account number of eligible qualified member who consents to be nominated.
2. District for which the trustee is to be elected.
3. Signature, name and address of no fewer than twenty (20) members residing in the district from which the trustee is to be elected.
4. Signature of member consenting to and submitting the Nominating Petition.
5. Copy of the Code of Regulations sections on the qualifications and election process for trustees.
6. Date of the annual meeting at which the election results will be announced.

All Nominating Petitions must be delivered to the principal office of the Cooperative in Bryan, Ohio no later than ninety (90) days prior to the annual meeting of the members. The election committee (with assistance from cooperative personnel), which consists of the Secretary and two (2) other members of the board named by the board, shall meet to review and verify all nominating petitions and all member signatures. If necessary, the cooperative attorney may be called upon for legal advice regarding a nominating petition qualification(s). The Secretary or designee shall prepare and post at the principal office of the Cooperative at least 75 days prior to the annual meeting, a list of eligible candidates and their addresses which shall be placed on the ballot to be voted on at the next annual meeting of the members.

Should there be (a) no incumbent eligible and only one Nominating Petition submitted or (b) only the eligible incumbent and no Nominating Petition submitted then that member shall be considered elected by affirmation and no election shall be deemed necessary for that particular district. Should there be no incumbent and no Nominating Petition submitted for a district then this shall be considered a Vacancy and will be treated as such.

At the meeting at which Board Members are to be elected, the Chairman or his or her designee shall call for additional nominations from the floor. No person shall be voted upon for membership on the Board who has not signified a willingness to serve if elected. Nothing contained in this Section shall affect in any manner whatsoever any action taken by the Board.



POLICY 102 R6

STATEMENT OF GUIDELINES FOR THE SELECTION OF TRUSTEES **OF NORTH WESTERN ELECTRIC COOPERATIVE, INC.**

The following applies to all individuals under consideration as candidates to serve on the Board of Trustees of the Cooperative:

1. Must meet all requirements stipulated in Article IV, Section 3 and Section 4, of the By-laws including being a member of the Cooperative and a bona fide resident of the geographical area to be represented by the trustee.
2. Should provide for representation on the Board that is consistent with the occupational diversity of our members.
3. Should:
 - a) Understand basic Cooperative principles and the method in which the Cooperative does business;
 - b) Be willing to assist the Board in striving to meet the Cooperative's member' needs by providing at a reasonable cost electric energy and other services that enhance quality of life;
 - c) Be willing to establish and maintain an effective on-going communication program with the Cooperative's members;
 - d) Recognize the principles of sound management and be willing to operate within the policies established by the Board and the Code of Regulations of the Cooperative.
4. Should possess the following personal characteristics and abilities:
 - a) Be able to attend regular evening Board meetings and other meetings that may require travel and overnight accommodations.
 - b) Be of high integrity and be respected in their community.
 - c) Approach all issues with an open mind and have the ability to exercise sound judgment and logical reasoning in arriving at decisions based upon the benefit to all members of the Cooperative.
 - d) Be dependable, have a high level of commitment to and interest in the Cooperative and be an enthusiastic promoter of Cooperative programs.
 - e) Be willing to devote the necessary time to study board material and other information presented to them.
 - f) Be willing and have the time to attend trustee training seminars and other meetings (which may require overnight travel) in order to keep informed and fulfill their responsibilities as a trustee.
 - g) Acquire and maintain membership in local, state and national organizations that provide support to various Cooperative programs.
 - h) Be willing to support the decisions and actions adopted by the majority vote of the Board.
 - i) Be able to represent the Cooperative within the community in public relations and be skilled in achieving a favorable reaction with such contacts.
 - j) Have good verbal and written communication skills in expressing themselves clearly and effectively on issues.



POLICY 105 R4

TRUSTEE CODE OF ETHICS

The Board of Trustees of North Western Electric Cooperative wishes to adopt a Code of Ethics to clarify any uncertainty which may now, or in the future, exist regarding the authority exercised by the Board collectively or as individual Board members and general rules applicable to Board members in transacting Cooperative business.

1. The Board of Trustees recognizes that efficient management of North Western Electric Cooperative can exist only through mutual understanding and complete cooperation among the Board of Trustees, the President and the Employees of NWECC.
2. The Board of Trustees delegates detailed management to a full-time President but recognizes its responsibility to establish policies, objectives, approve plans and programs, letting of contracts and general financial control.
3. The Board of Trustees shall promulgate all policies and transact all business at regular or special Board meetings acting collectively as a Board. While an individual Board member may disagree with a policy or action adopted by majority vote of the Board, they should support said policy or action as being the considered judgment of the Board. The Board recognizes that should any trustee undertake in private conversation with others disputed Board actions or policies, except for counsel and only then with the utmost discretion and in a manner which will foster confidence in our Cooperative, or make commitments for the Board of Trustees or Cooperative, that trustee becomes involved in a serious breach of policy which might disrupt the entire Cooperative. The Board member may be subject to rebuke from their fellow Board members should they attempt to make commitments unofficially for the Board.
4. The Board of Trustees recognizes their need to devote the necessary time away from their job or business to educate themselves and to attend meetings to carry out their responsibilities as trustee.
5. It shall be the responsibility of each trustee to keep their policy book current with all updated materials.
6. A retiring trustee shall return their policy book, along with any other material, which should go to their successor, to the Cooperative office or at the last regularly scheduled Board meeting attended.



POLICY 111

CONFLICT OF INTEREST

OBJECTIVE

The Board of Trustees recognizes that certain business transactions may present a conflict between a Trustee's personal interests and his/her fiduciary duty as the member's representative. Further, many laws and regulations are very difficult to understand and therefore can make compliance difficult.

POLICY

Although it is not possible to specify every circumstance or situation that may arise, the following guidelines are intended to set forth proper business ethics at North Western Electric Cooperative.

1. A trustee should not accept, nor provide, entertainment or gifts of more than nominal value from or to anyone doing business or attempting to do business with the Cooperative where such action would result in or even give the appearance of a conflict between the interests of the Cooperative and the interests of other companies or individuals.
2. Trustees, or any business in which the trustee has a financial interest, should avoid selling goods or services to the Cooperative.
3. Personal political contributions either individually or through a political action fund are proper, but no trustee may make any contribution of Cooperative property, cash or services to any candidate or political party. Occasionally, the Cooperative may want to contribute funds to promote issues that are important to it. Those contributions will require board approval.
4. Hospitality to public officials is appropriate but not in an amount or significance that would compromise the integrity or reputation of the official or Cooperative.
5. If a trustee is unsure if an act of hospitality or any action could result in a conflict of interest, he/she should discuss the problem with the Board of Trustees for guidance.
6. Annually each trustee should list all businesses (normally local) in which he or she has an interest.



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North Western Electric Cooperative, Inc. Board of Trustees Territory Map

The yellow shaded areas indicate NWECC service territory.

District 1

Northwest Township
Florence Township
St. Joseph Township

District 2

Milford Township
Hicksville Township
Carryall Township

District 3

Bridgewater Township
Madison Township
Superior Township

District 4

Jefferson Township
Brady Township
Center Township
Pulaski Township

District 5

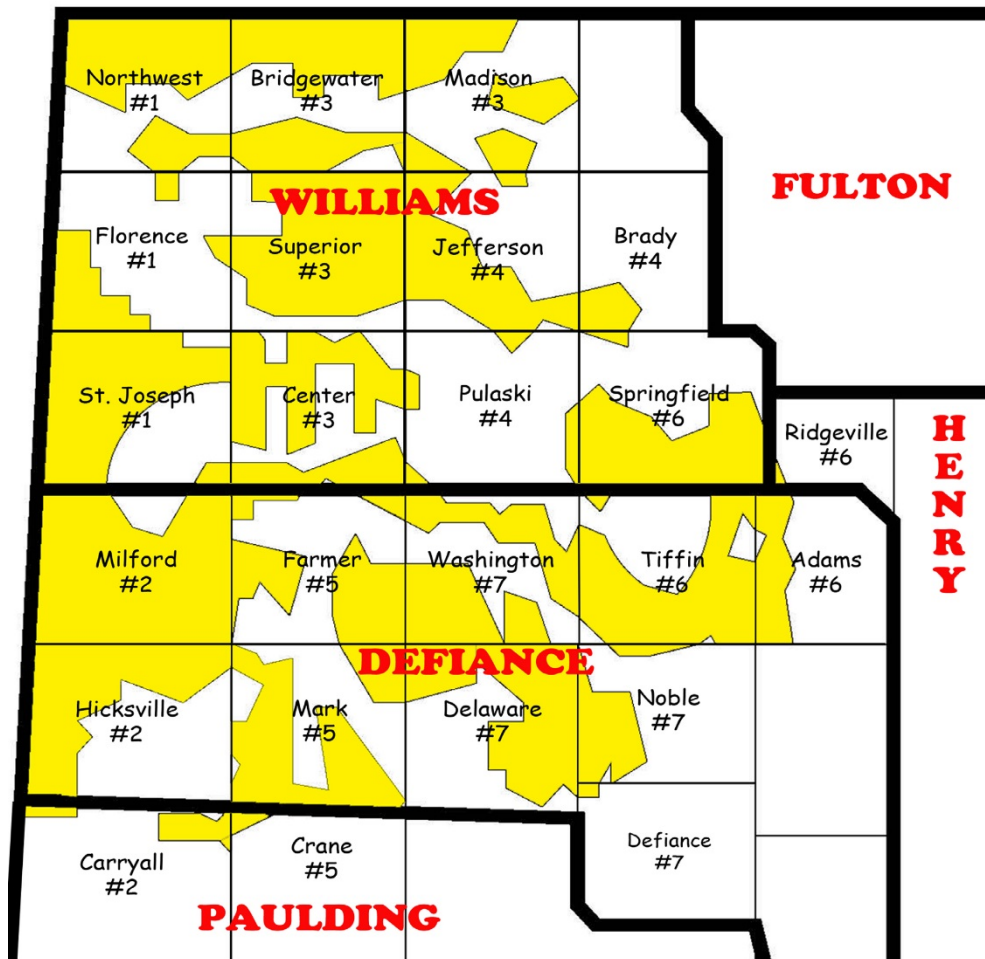
Farmer Township
Mark Township
Crane Township

District 6

Springfield Township
Ridgeville Township
Tiffin Township
Adams Township

District 7

Washington Township
Delaware Township
Noble Township



North Western Electric Cooperative serves 5,898 members

with 1,063 miles of line and 19 employees.



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CANDIDATE FOR TRUSTEE INFORMATION

As a candidate, you are asking your fellow members to vote for you in the election held in April. The information that you provide below will assist the cooperative communicators in creating your biography. This short biography will be shared in the months leading up to the election so that the voters may become familiar with you. Your phone numbers and email address WILL NOT be shared and are requested for the cooperative files in the event that you win the election. *Please print clearly.*

PHOTO
Please contact Pearl Rakes @ 419-636-5869, ext 113 to arrange a time to have your photo taken.

District: _____

Name: _____

Address: _____

City: _____ Zip Code: _____

Township: _____

Home Phone: _____ Cell Phone: _____

Email Address: _____

Your Age: _____ Spouse's Name: _____

Number of Children: _____ Number of Grandchildren: _____

Occupation: _____

Place of Employment: _____

Community Activities & Memberships: _____

Education: _____

Church: _____

I, by my signature below, a Candidate for Trustee of North Western Electric Cooperative, Inc. understand and consent to the general information above, except for phone numbers and email address, being shared with the public via publications, website and social media.

Signature of Candidate

Date



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**NORTH WESTERN ELECTRIC COOPERATIVE, INC.
OFFICIAL MEMBER NOMINATING PETITION FOR THE BOARD OF TRUSTEES**

Candidates for Trustee wishing to be placed on the ballot via the Nominating Petition process in accordance with the Code of Regulations (Article IV, Section 4) must complete the following petition. **Members must provide their name, address and account number along with their signature or the petition will not be valid.** A minimum of twenty (20) valid members must sign the petition. The completed petition (all three pages) must be received at the North Western Electric Cooperative office no later than 4:00 p.m., **Friday, January 19, 2018.** **When returning the petition packet, each candidate must ensure that all information is complete and accurate.** If a candidate has any questions he/she should contact the President/CEO, Darin Thorp at 419-636-5051.



I, _____, the undersigned, hereby declare under penalty of election falsification that:

- my voting district is _____;
- my North Western Electric Cooperative account number is _____;
- my permanent residence address is _____
_____ (please include complete address including zip code);
- and I am a qualified nominee for the North Western Electric Cooperative Board of Trustees.

Signature of Candidate

Date



Trustee Qualifications

Summary Description from North Western Electric Cooperative, Inc. Code of Regulations: (Article IV, Section 3)

No person shall be eligible to become or remain a member of the Board who:

- is not a member; or is a member whose permanent residence is not located in the particular district within the service area of the Cooperative which such member is nominated or elected to represent;
- is significantly involved by employment, contract, or financial interest in a competing enterprise or a business selling electric power and energy or supplies to the Cooperative or its members;
- has a spouse, father, mother, brother, sister, son or daughter, existing by reason of blood, marriage or adoption, in the employ of the Cooperative.

OFFICE USE ONLY	
Date Received: _____	By Whom: _____
Petition Reviewed By: _____	Date: _____
Candidate Eligible to Be Placed on Ballot: <input type="checkbox"/> Yes <input type="checkbox"/> No	



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**NORTH WESTERN ELECTRIC COOPERATIVE, INC.
OFFICIAL MEMBER NOMINATING PETITION FOR THE BOARD OF TRUSTEES**

We, the undersigned members in good standing of North Western Electric Cooperative, Inc., hereby petition to nominate as candidate for district number _____ in the next Board of Trustees' election:

Candidate's Name: _____

Candidate's Address: _____

For this petition to be valid, it must be signed by a minimum of twenty (20) members (current account holders) from any board district of North Western Electric Cooperative. All the information provided MUST BE legible.

	MEMBER NAME (PRINTED)	ADDRESS	MEMBER SIGNATURE
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
13.			



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Candidate's Address: _____

For this petition to be valid, it must be signed by a minimum of twenty (20) members (current account holders) from any board district of North Western Electric Cooperative. All the information provided MUST BE legible.

	MEMBER NAME (PRINTED)	ADDRESS	MEMBER SIGNATURE
14.			
15.			
16.			
17.			
18.			
19.			
20.			
21.			
22.			
23.			
24.			
25.			

It is suggested that the candidates get more than the minimum of 20 signatures in the event some of the signatures are disqualified or illegible.